

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> ,)	Case No. 22-10943 (MEW)
)	
Debtors. ¹)	(Jointly Administered)
)	

**SUPPLEMENTAL DECLARATION OF RYAN C. JACOBS IN SUPPORT OF
FIRST INTERIM APPLICATION OF CASSELS BROCK & BLACKWELL LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS CANADIAN COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD FROM JULY 29, 2022,
THROUGH OCTOBER 31, 2022**

Pursuant to 28 U.S.C. § 1746, I, Ryan C. Jacobs, do hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a partner in the law firm of Cassels Brock & Blackwell LLP (“Cassels”) and resident in Cassels’ Toronto office at 40 King Street West, Toronto, Ontario Canada M5H 3C2. I am a lawyer admitted to practice in the Province of Ontario and in the State of New York. There are no disciplinary proceedings against me.
2. I am the professional designated by Cassels with the responsibility for Cassels’ compliance with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”), the *Amended Guidelines for Fees and Disbursements for*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Voyager Digital Holdings, Inc.’s and Voyager Digital Ltd.’s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC’s principal place of business is 701 S. Miami Ave, 8th Floor, Miami, FL 33131.

*Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”), and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 236] (the “Interim Compensation Order” and, together with the UST Guidelines and Local Guidelines, the “Guidelines”).*

3. I submit this supplemental declaration (the “Supplemental Declaration”), pursuant to the Guidelines to supplement the disclosures contained in my original declaration (the “Original Declaration”), attached as Exhibit A to the *Summary Cover Sheet to the First Interim Application of Cassels Brock & Blackwell LLP for Compensation for Services and Reimbursement of Expenses as Canadian Counsel to the Official Committee Of Unsecured Creditors for the Period From July 29, 2022 through October 31, 2022* [Docket No. 764] (the “Application”).² Except as otherwise set forth herein, this Supplemental Declaration does not replace anything in the Application or the Original Declaration.

4. As noted in the Application, as a Canadian law firm, Cassels renders accounts in Canadian dollars. For the convenience of the parties in this matter, Cassels has agreed to convert its accounts at the Bank of Canada rate for the day prior to conversion of each invoice. Cassels employs this practice to ensure that the conversion rate is timely for each invoice rendered. A summary of the invoices rendered, including the amounts as converted to US dollars is set out below:

Invoice Number	Period Covered	Fees	Expenses	Total
2182387	July 30, 2022 – August 31, 2022	CAD\$74,922.30 USD\$54,895.57	CAD\$162.00 USD\$118.70	CAD\$75,084.30 USD\$55,014.27
2182388	September 1, 2022 – September 30, 2022	CAD\$11,672.55 USD\$8,552.48	CAD\$0.00 USD\$0.00	CAD\$11,672.55 USD\$8,552.48
2186379	October 1, 2022 – October 31, 2022	CAD\$20,697.75 USD\$15,154.89	CAD\$96.09 USD\$70.36	CAD\$20,793.84 USD\$15,225.25

² Capitalized terms used but not defined herein have the meanings given to such terms in the Application.

5. The amount of the individual invoices, including the applicable US dollar amounts is set forth in paragraphs 10, 11, and 12 of the Application. Going forward, Cassels intends to provide converted amounts in each of its monthly fee statements and in any summary prepared for an interim or final application.

6. Cassels has provided the Committee with a budget and staffing plan (the “Budget and Staffing Plan”) for the period beginning from July 29, 2022 through January 31, 2023. The Budget and Staffing Plan for the period covered by the Application is attached hereto as Exhibit A. The Budget and Staffing Plan reflects the discount of 10% on fees that Cassels agreed to with the Committee in connection with its retention and which was disclosed in the Application.

7. The standard rates Cassels charges for the services rendered by its professionals and paraprofessionals in these Chapter 11 Cases and the Recognition Proceedings are the same rates Cassels charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters. The hourly rates in the Application do not reflect the 10% discount on fees which is reflected on each invoice after the fees are calculated. For the convenience of the parties, the 10% discount is also reflected in the chart below.

Professionals and Paraprofessionals	Chapter 11 Cases (CAD) ³	Non-Bankruptcy Matters (CAD) ⁴
Partners	In Application: \$735.00 - \$1,150.00 With Discount: \$661.50 - \$1,035.00	\$620.00 - \$1,150.00
Associates	N/A	\$400.00 - \$680.00
Articling Students ⁵	In Application: \$195.00 With Discount: \$175.50	\$145.00 - \$195.00

Dated: February 3, 2023

/s/ Ryan C. Jacobs

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*Canadian Counsel to the Official Committee
of Unsecured Creditors of Voyager Digital
Holdings, Inc., et al.*

³ The ranges in this column are based on the rates for Cassels professionals and paraprofessionals that billed time to the Chapter 11 Cases during the Application Period.

⁴ The ranges in this column are based on the rates for Cassels professionals and paraprofessionals across all practice groups.

⁵ As disclosed in the Application, the associate working on this matter was admitted to the bar in September 2022 and was therefore billed at the lower rate applicable for articling students until her admission was completed. In Canada, articling students are the equivalent of first year lawyers in the United States prior to completing their bar admission process.

EXHIBIT A
Budget and Staffing Plan

Task Code	Project Category Description	Hours Budgeted	Total Compensation Budgeted (CAD)	Total Compensation Budgeted With 10% Discount (CAD)
B110	Case Administration	5-15	\$3,687.50 - \$11,062.50	\$3,318.75 - \$9,956.25
B120	Asset Analysis & Recovery			
B130	Asset Disposition	10-50	\$6,933.35 - \$34,666.75	\$6,240.00 - \$31,200.00
B140	Automatic Stay Issues			
B150	Meetings/Communications w/ Creditors	10-20	\$10,750.00 - \$21,500.00	\$9,675.00 - \$19,350.00
B155	Court Hearings	10-20	\$7,562.50 - \$15,125.00	\$6,806.25 - \$13,612.50
B160	Fee/Employment Applications	15-50	\$11,625.00 - \$38,750.00	\$10,462.50 - \$34,875.00
B170	Fee/Employment Objections			
B180	Avoidance Action Analysis			
B185	Assumption/Rejection of Leases			
B190	Other Contested Matters			
B210	Business Operations			
B220	Employee Issues			
B230	Financing/Cash Collateral Issues			
B240	Tax Issues			
B260	Board of Director Matters			
B270	Utilities			
B280	Vendor Matters			
B290	Insurance			
B310	Claims Administration and Objections			
B320	Plan and Disclosure Statement	10-75	\$6,933.35 - \$52,000.13	\$6,240.00 - \$46,800.00
B410	Gen Bankruptcy Advice/Opinion			
B430	Special Committee Investigation			
B440	Equity Committee			
B450	Securities Law Issues			
B460	General Corporate			
B470	Foreign Proceedings	100-200	\$98,667.00 - \$197,334.00	\$88,800.00 - \$177,600.00
TOTAL		160 - 430	\$146,158.70 - \$370,438.38	\$131,542.50 - \$333,393.75

Category of Timekeeper	Number of Timekeepers Expected to Perform Work Across All Matters During the Budget Period	Average Hourly Rate (CAD)	Average Hourly Rate with 10% Discount
Partner	3	\$986.67	\$888.00
Counsel/Associate	1	\$400.00	\$360.00
Paraprofessional/Student			
Total	4	\$693.34	\$624.00

CERTIFICATE OF SERVICE

I hereby certify that on this 3rd day of February 2023, I caused a true and correct copy of the foregoing *Supplemental Declaration of Ryan C. Jacobs in Support of First Interim Application of Cassels Brock & Blackwell LLP for Compensation for Services and Reimbursement of Expenses as Canadian Counsel for the Official Committee of Unsecured Creditors for the Period from July 29, 2022 through October 31, 2022* to be served on the Service List via (i) electronic notification pursuant to the CM/ECF system for the United States Bankruptcy Court for the Southern District of New York, (ii) e-mail, or (iii) U.S. Mail as indicated therein.

/s/ Darren Azman

Darren Azman

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SERVICE LIST

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